

RECORDATION NO. 14864-KK FILED 1425
DEC 19 1996 -11 30 AM

BILL OF SALE

(Series 4-8)

BANKERS TRUST COMPANY,
AS TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

Bankers Trust Company, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.01(a) of that certain Equipment Trust Agreement dated as of November 15, 1985 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated December 5, 1996, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the fifty-five (55) railroad cars (the "Trust Equipment") covered by the Railroad Car Lease Agreement dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Mineral Company (assigned to Cyprus Mines Corporation) described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bankers Trust Company as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 9TH day of December, 1996.

BANKERS TRUST COMPANY

By: *Kevin Welch*
Vice President
ASSISTANT TREASURER

Attest:

Kevin Rawlin
Assistant Vice President
ASSISTANT TREASURER

STATE OF NEW YORK

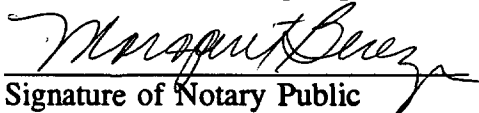
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COUNTY OF NEW YORK

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On this 9TH day of December, 1996, before me personally appeared Kevin Weeks, to me personally known, who being by me duly sworn, says that he is the ~~Vice President of Bankers Trust Company~~ **ASSISTANT TREASURER**, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission Expires:

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/98

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Series 4

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated May 18, 1983, between Trinity Industries Leasing Company and Amoco Minerals Company (Assigned to Cyprus Mines Corporation) covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	14,100 Gal. 111A100W1 Tank Cars	AMMX 14018-14022 AMMX 14024, 14026, 14030 AMMX 14031, 14033 AMMX 14230-14274

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
55 Tank Cars	111A100W1	14,100 Gal.	AMMX 14018-14022 AMMX 14024, 14026, 14030 AMMX 14031, 14033 AMMX 14230-14274	04/84